

CRAVATH, SWAINE & MOORE

DEC 10 '98

10-55 AM

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WRITER'S DIRECT DIAL NUMBER

(212) 474-1558

December 11, 1998

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of December 3, 1998.

The names and addresses of the parties to the primary document are as follows:

LESSOR: UP 1998 Trust for GECC No. 3
in care of Wilmington Trust Company
Ten Rodney Square North
Wilmington, Delaware 19890

LESSEE: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by

SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JAMES M. EDWARDS
FREDERICK A.O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
THOMAS R. BROME
ROBERT D. JOFFE
HERBERT L. CAMP
ALLEN FINKELSON
RONALD S. ROLFE
PAUL C. SAUNDERS
MARTIN L. SENZEL

DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
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JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.

JAMES D. COOPER
STEPHEN L. GORDON
ROBERT A. KINDLER
DANIEL L. MOSLEY
GREGORY M. SHAW
PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG
WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON

JOHN T. GAFFNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN
GEORGE W. BILICIC, JR.
RICHARD HALL
ELIZABETH L. GRAYER
JULIE A. NORTH
STEPHEN L. BURNS
KATHERINE B. FORREST
KEITH R. HUMMEL
DANIEL SLIFKIN
JEFFREY A. SMITH
ROBERT I. TOWNSEND, III
WILLIAM J. WHELAN, III

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SURFACE TRANSPORTATION
BOARD
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Counterparts - Cravath

the Board, stamped with the recordation data, to the undersigned at the address shown above.

A short summary of the document for use in the index follows:

Memorandum of Lease Agreement dated as of December 3, 1998, between the UP 1998 Trust for GECC No. 3, as lessor, and Union Pacific Railroad Company, as lessee, covering 543 gondola cars, 285 bulkhead flat cars and 751 autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Elliot Karathanasis", written in a cursive style.

Elliot Karathanasis

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Washington, D. C. 20423

Encl.

Schedule A
(Transaction dated December 3, 1998,
UP 1998 Trust for GECC No. 3)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
543 4525 cubic foot aluminum rotary-dump gondola cars	UP inclusive	28037--28267, 28301, 28329--28639,
285 62-foot bulkhead flat cars	UP	262000--262284, inclusive
751 bi-level autoracks with chocks	UPL	93244--93994 inclusive

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MEMORANDUM OF LEASE AGREEMENT dated as of December 3, 1998, between UP 1998 TRUST FOR GECC NO. 3, a Delaware trust (hereinafter called the **Owner**), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter called the **Lessee**).

WHEREAS the Owner and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Owner, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

UP 1998 TRUST FOR GECC NO. 3

by WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as trustee,

by 

UNION PACIFIC RAILROAD COMPANY

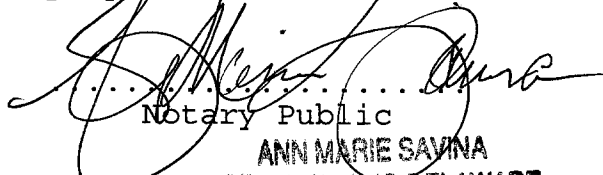
by 

STATE OF DELAWARE

COUNTY OF NEW CASTLE

)
) SS.:
)

On this 8th day of December, 1998, before me personally appeared Emmett R. Harmon, to me personally known, who, by me being duly sworn, says that he is a Vice President of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said trust company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.


.....
Notary Public
ANN MARIE SAVINA
NOTARY PUBLIC-DELAWARE
My Commission Expires December 12, 1998

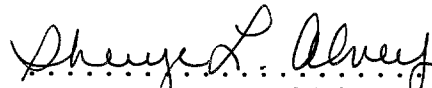
My commission expires

STATE OF NEBRASKA

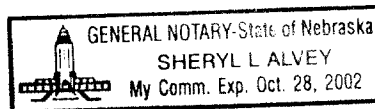
COUNTY OF DOUGLASS

)
) SS.:
)

On this 7th day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


.....
Notary Public

My commission expires



SCHEDULE A
(Transaction dated December 3, 1998,
UP 1998 Trust for GECC No. 3)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
543 4525 cubic foot aluminum rotary-dump gondola cars	UP	28037--28267, 28301, 28329--28639, inclusive
285 62-foot bulkhead flat cars	UP	262000--262284, inclusive
751 bi-level autoracks with chocks	UPL	93244--93994 inclusive